

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| CELSIUS NETWORK LLC, <i>et al.</i> , ¹ |) | Case No. 22-10964 (MG) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

**EIGHTH DECLARATION OF GREGORY F. PESCE IN SUPPORT OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS' APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF WHITE & CASE LLP AS COUNSEL
EFFECTIVE AS OF JULY 29, 2022**

I, Gregory F. Pesce, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of White & Case LLP (“**White & Case**” or the “**Firm**”), an international law firm, which maintains offices for the practice of law at, among other locations, 111 South Wacker Drive, Suite 5100, Chicago, Illinois 60606. Among other admissions, I am a member in good standing of the Bar of the State of Illinois and I have been admitted to practice in Illinois. I have been admitted *pro hac vice* in connection with the above-captioned cases. There are no disciplinary proceedings pending against me in any jurisdiction.

2. I submit this eighth declaration (the “**Eighth Declaration**”) pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014(a) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 USA LLC (9450); GK8 Ltd. (1209); and GK8 UK Limited (0893). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

2014-1, 2016-1, and Rule 9013-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”) in support of the *Official Committee of Unsecured Creditors’ Application for Entry of an Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of July 29, 2022* [Docket No. 603] (the “**Application**”) for the Official Committee of Unsecured Creditors (the “**Committee**”).² My first declaration was submitted as Exhibit B to the Application (the “**First Declaration**”). My second declaration was filed on September 14, 2022 [Docket No. 814] (the “**Second Declaration**”). My third declaration was filed on October 27, 2022 [Docket No. 1215] (the “**Third Declaration**”). My fourth declaration was filed on December 16, 2022 [Docket No. 1727] (the “**Fourth Declaration**”). My fifth declaration was filed on February 17, 2023 [Docket No. 2100] (the “**Fifth Declaration**”). My sixth declaration was filed on February 24, 2023 [Docket No. 2140] (the “**Sixth Declaration**”). My seventh declaration was filed on April 25, 2023 [Docket No. 2533] (the “**Seventh Declaration**”) (collectively, the “**Prior Declarations**”).

3. On September 15, 2022, the Court entered the *Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of July 29, 2022* [Docket No. 829] (the “**Retention Order**”).

4. To the extent that White & Case determines that any information disclosed herein requires amendment or modification upon White & Case’s completion of further analysis or as additional information becomes available to it, a supplemental declaration will be submitted to the Court reflecting same. Except as otherwise noted, I have personal knowledge of the matters set forth herein.³

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

³ Certain of the disclosures herein relate to matters within the knowledge of attorneys or employees of White & Case and are based on information provided by them.

5. As noted in the Prior Declarations, White & Case has reviewed and will continue to review its files periodically during these chapter 11 cases with respect to known and newly-identified parties in interest. If any new relevant facts or relationship are discovered or arise, White & Case will use reasonable efforts to identify such developments and will promptly file a supplemental declaration.

Supplemental Disclosure Regarding Potential Parties in Interest

6. As I stated in the Prior Declarations, W&C has followed the procedure set forth in my First Declaration in order to conduct a disclosure review with respect to the Firm's connections to potential parties in interest. Recently, the Debtors provided White & Case with a list of names of additional Potential Parties in Interest, which are identified on **Schedule 1** annexed hereto (the "**Supplemental Parties in Interest**"), and W&C has conducted a disclosure review with respect to such Supplemental Parties in Interest. **Schedule 2** annexed hereto identifies that White & Case currently represents, or has represented within the last two (2) years, certain individuals, entities or their affiliates who are Potential Parties in Interest in matters unrelated to the Debtors, the chapter 11 cases, or such entities' claims against and interests in the Debtors.⁴

7. Of the entities listed on Schedule 2, none represented more than 1% of White & Case's revenue for the twelve-month period through April 30, 2023.

⁴ The term "client" means an entity listed as a client or affiliate of a client in an active or closed matter in White & Case's conflicts search system. To the extent that a Potential Party in Interest falls under more than one category, such Potential Party in Interest may be disclosed below in only one category. Furthermore, the inclusion of a Potential Party in Interest within one or more categories in the Application, this Declaration, or otherwise is for convenience only and is not, and shall not be construed as, an acknowledgement or admission regarding any Potential Party in Interest, including with respect to any claims or relationships that such Potential Party in Interest may have with the Debtors. The disclosures may in Schedule 2 attached hereto may overlap or be redundant with disclosures previously made by White & Case. Additionally, (i) Schedule 2 is over inclusive generally, (ii) whether an actual client relationship exists with the entities listed on Schedule 2 can only be determined by reference to the documents governing White & Case's representation rather than its potential listing in White & Case's conflicts database(s), (iii) such analysis has not been undertaken in connection with this connections disclosure, and (iv) where particular name(s) provided by the Debtors are incomplete or ambiguous, White & Case's search was broad and inclusive and erred on the side of disclosure.

8. Of the Supplemental Parties in Interest, certain of the entities are potential counterparties that are in confidential discussions with the Debtors (and, by extension, the Committee) regarding potential sale and/or financing transactions related to the Debtors and their business. While I do not think that such entities solely in their capacity as a potential counterparty qualifies them as a party in interest for purposes of the Firm's connections disclosure obligations, in an abundance of caution, such entities have been included as part of the Firm's disclosure review. Further, consistent with this Court's prior orders, this Declaration maintains the confidentiality of the identity of such entities.⁵

Supplemental Disclosure Regarding the Committee's Class Claim

9. On April 10, 2023, White & Case filed the *Motion of the Official Committee of Unsecured Creditors (I) for Authority to File a Class Claim Asserting Non-Contract Claims on Behalf of Account Holders or (II) to Appoint a Third-Party Fiduciary to Assert a Class Claim on Behalf of Account Holders* [Docket No. 2399] (the "**Class Claim Motion**"). Through the Class Claim Motion, the Committee sought authority to file a class proof of claim or other representative action asserting non-contract claims against Celsius Network Limited and other Debtor entities on behalf of all account holders of the Debtors. On April 18, 2023, the Court entered the *Order Granting the Motion of the Official Committee of Unsecured Creditors (I) for Authority to File a Class Claim Asserting Non-Contract Claims on Behalf of Account Holders or (II) to Appoint a Third-Party Fiduciary to Assert Non-Contract Claims on Behalf of Account Holder* [Docket No. 2496] (the "**Class Claim Order**"). On April 28, 2023, White & Case, as counsel to the Official

⁵ *Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Debtors' Potential Sale of Certain Assets* [Docket No. 697]; *Order (I) Authorizing All Parties To Redact and File Under Seal the Names of Certain Confidential Parties in Interest Related to the Potential Sale of Certain or Substantially All of The Debtors' Assets and the Potential Procurement of Debtor-in-Possession Financing and (II) Granting Related Relief* [Docket No. 1431]

Committee of Unsecured Creditors, filed Proof of Claim No. 29068 on the Debtors' claims register (the "**Class Claim**") in accordance with the Class Claim Order and pursuant to Federal Rule of Civil Procedure 23, made applicable by Federal Rules of Bankruptcy Procedure 7023 and 9014, on behalf of claimants Thomas DiFiore, Rebecca Gallagher and Ignat Tuganov in their individual and representative capacities (the "**Class Representatives**"). The Class Representatives assert the Class Claim on behalf of all Celsius account holders who were harmed by Celsius Network Limited's (1) violation of the New York Deceptive Practices Act, New York False Advertising Act and New Jersey Consumer Fraud Act, (2) fraudulent misrepresentation, negligent misrepresentation, fraudulent concealment and unjust enrichment under New York common law, (3) breach of the implied duty of good faith and fair dealing, (4) fraudulent misrepresentation, negligent misrepresentation and unjust enrichment under English common law and (5) violation of Section 2 of the Misrepresentation Act 1967 under English law (such putative class, the "**Class**"). Mr. DiFiore is a member and the co-chair of the Committee.

10. I do not believe that White & Case's prosecution of the class claim as contemplated by the Class Claim Order entered by the Court precludes White & Case from meeting the standard for the retention of Committee counsel under the Bankruptcy Code.

Reaffirmation of Statement of Disinterestedness

11. Based on the foregoing, to the best of my knowledge and insofar as I have been able to ascertain, (a) White & Case is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (b) White & Case holds no interest adverse under section 1103(b) of the Bankruptcy Code, and (c) White & Case has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Application, the Prior

Declarations, or this Seventh Declaration. Accordingly, I respectfully submit that the requirements for White & Case's retention as attorneys for the Committee have been met.

[Remainder of Page Intentionally Left Blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: May 5, 2023
Chicago, Illinois

/s/ Gregory F. Pesce
Gregory F. Pesce
Partner, White & Case LLP

Schedule 1

Supplemental Parties in Interest

| Name | Category |
|---|--|
| Bonnell, Julia | Bankruptcy Judges Staff |
| Pollan, Jennifer | Bankruptcy Judges Staff |
| KE Andrews | Bankruptcy Professionals - Other |
| A.M. Saccullo Legal, LLC | Bankruptcy Professionals - Retained |
| Ernst & Young LLP | Bankruptcy Professionals - Retained |
| Fischer (FBC & Co.) | Bankruptcy Professionals - Retained |
| Brett Flora | Notice of Appearance / Pro Hac Vice |
| Brown Connery | Notice of Appearance / Pro Hac Vice |
| CDP Investments Inc. | Notice of Appearance / Pro Hac Vice |
| Coan Payton & Paine | Notice of Appearance / Pro Hac Vice |
| Courtney Burks Steadman | Notice of Appearance / Pro Hac Vice |
| Illinois Secretary of State | Notice of Appearance / Pro Hac Vice |
| Joe Breher | Notice of Appearance / Pro Hac Vice |
| Josh Tornetta | Notice of Appearance / Pro Hac Vice |
| JR Law | Notice of Appearance / Pro Hac Vice |
| Keith Ryals | Notice of Appearance / Pro Hac Vice |
| Kim Flora | Notice of Appearance / Pro Hac Vice |
| Livingston PLLC | Notice of Appearance / Pro Hac Vice |
| Lowenstein Sandler LLP | Notice of Appearance / Pro Hac Vice |
| Lucy Thomson | Notice of Appearance / Pro Hac Vice |
| McElroy, Deutsch, Mulvaney & Carpenter, LLP | Notice of Appearance / Pro Hac Vice |
| Miles & Stockbridge | Notice of Appearance / Pro Hac Vice |
| Orrick, Herrington & Sutcliffe LLP | Notice of Appearance / Pro Hac Vice |
| Pennsylvania Department of Revenue | Notice of Appearance / Pro Hac Vice |
| Pennsylvania Office of Attorney General | Notice of Appearance / Pro Hac Vice |
| Saul Ewing | Notice of Appearance / Pro Hac Vice |
| Texas Attorney General | Notice of Appearance / Pro Hac Vice |
| Wadsworth, Garber, Warner and Conrardy, P.C | Notice of Appearance / Pro Hac Vice |
| Willis Towers Watson US LLC | Notice of Appearance / Pro Hac Vice |
| Stout Risius Ross, LLC | Ordinary Course Professionals |
| Arrington Capital | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| Beowulf Energy LLC | Potential Bidding Parties and Principals |
| Blockchain Recovery Investment Committee | Potential Bidding Parties and Principals |
| Brown Rudnick LLP | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| Fahrenheit, LLC | Potential Bidding Parties and Principals |
| Gemini Trust Company, LLC | Potential Bidding Parties and Principals |
| GXD Labs LLC | Potential Bidding Parties and Principals |
| Jason New | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |

| Name | Category |
|---|--|
| [REDACTED] | Potential Bidding Parties and Principals |
| Michael Abbate | Potential Bidding Parties and Principals |
| Michael Cagney | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| Paul, Weiss, Rifkind, Wharton & Garrison LLP | Potential Bidding Parties and Principals |
| Plutus Lending LLC (d/b/a Abra) | Potential Bidding Parties and Principals |
| Proof Group Capital Management LLC | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| Ravi Kaza | Potential Bidding Parties and Principals |
| Steven Kokinos | Potential Bidding Parties and Principals |
| Terawulf | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| U.S. Data Mining Group, Inc. (d/b/a US Bitcoin Corp.) | Potential Bidding Parties and Principals |
| US Bitcoin Corp. | Potential Bidding Parties and Principals |
| [REDACTED] | Potential Bidding Parties and Principals |
| Van Eck Absolute Return Advisers Corporation | Potential Bidding Parties and Principals |
| Willkie Farr & Gallagher LLP | Potential Bidding Parties and Principals |
| Aaron Dale Higbee | Retail Customers |
| Adam David Fritz | Retail Customers |
| Adam Joscelyne | Retail Customers |
| Adam Kryskow | Retail Customers |
| Alain Bonvecchio | Retail Customers |
| Alfred Bokhour | Retail Customers |
| Amirhossein Aminsharifi | Retail Customers |
| Andy Tran | Retail Customers |
| Annette Christine Davies | Retail Customers |
| Ariel Ceja | Retail Customers |
| Austin Wilcox | Retail Customers |
| Balazs Lesko | Retail Customers |
| Benjamin Julian Dame | Retail Customers |
| Berne Loh Tai Yuan | Retail Customers |
| Biao Shou | Retail Customers |
| Brandon Singer | Retail Customers |
| Brian Bang | Retail Customers |
| Brian Barnes | Retail Customers |
| Bryan Perl | Retail Customers |
| Calvin Spencer Rawe | Retail Customers |
| Christian Ander | Retail Customers |
| Christopher Chung | Retail Customers |
| Christopher James Maudlin | Retail Customers |
| Christopher Shey-Tau Sun | Retail Customers |
| Clarence Thomas | Retail Customers |
| Clint Worden | Retail Customers |
| Cort Kibler-Melby | Retail Customers |
| Craig Wilson Mcgarrah Iii | Retail Customers |

| Name | Category |
|--|------------------|
| Daniel Miller | Retail Customers |
| David Anthony Sims | Retail Customers |
| David Arie Schneider | Retail Customers |
| David Carl Lindahl | Retail Customers |
| David Dennis | Retail Customers |
| David Fahrney | Retail Customers |
| David Jeffries | Retail Customers |
| David Little | Retail Customers |
| Davis Chan | Retail Customers |
| Dias Malayev | Retail Customers |
| Didier Pawlicki | Retail Customers |
| Dimitris Zourdos | Retail Customers |
| Don Hosea Smith | Retail Customers |
| Donald Jay Vinberg | Retail Customers |
| Eduardo Sy Jr Buenviaje | Retail Customers |
| Franklin Kashner | Retail Customers |
| George Chavous | Retail Customers |
| George Vasile | Retail Customers |
| Gregory Allen Kieser | Retail Customers |
| Hamad Alshamsi | Retail Customers |
| Hayden Smith | Retail Customers |
| Heather Trussell | Retail Customers |
| Herman Vissia | Retail Customers |
| Hr National Pty Ltd | Retail Customers |
| Ivari Kuuse | Retail Customers |
| J&J Hoffard Pty Ltd Atf Hoffard Family Trust | Retail Customers |
| Jacob Daniels | Retail Customers |
| Jacob John Ring | Retail Customers |
| Jad Jubayli | Retail Customers |
| Jansen P Del Vecchio | Retail Customers |
| Jason Colling | Retail Customers |
| Jeffrey J Bradian | Retail Customers |
| Jeffrey R Kerr | Retail Customers |
| Jianwei Hu | Retail Customers |
| JLS Projects, LLC | Retail Customers |
| John Cioffoletti | Retail Customers |
| John Robert Kemenosh | Retail Customers |
| Johnny Piquero | Retail Customers |
| Jon Collins-Black | Retail Customers |
| Jonathon Robert Prendergast | Retail Customers |
| Joseph Michael Breher | Retail Customers |
| Keith Ryals | Retail Customers |
| Kipton Ford Anderson | Retail Customers |
| Law Offices Of Stefan Coleman, P.A | Retail Customers |
| Marc Shachtman | Retail Customers |
| Marcelo Tellez Anderson | Retail Customers |
| Marco Bonomi | Retail Customers |
| Mario Harrison Asp | Retail Customers |

| Name | Category |
|-----------------------------|------------------|
| Mark E Blair | Retail Customers |
| Mark Finelli | Retail Customers |
| Mark Redeker | Retail Customers |
| Mathew Salazar | Retail Customers |
| Matias Ureta Montero | Retail Customers |
| Matthew Evan Scott | Retail Customers |
| Melissa Ann Licari | Retail Customers |
| Miae Kim | Retail Customers |
| Michael R Blemaster | Retail Customers |
| Michael Russell Fortwengler | Retail Customers |
| Mokrohond Btc Llc | Retail Customers |
| Nathan Boyd | Retail Customers |
| Nick Cousyn | Retail Customers |
| Nojan Jahedmanesh | Retail Customers |
| Paul Daniel Storvick | Retail Customers |
| Paul Mcneal | Retail Customers |
| Paz Paramdeep Dhody | Retail Customers |
| Peter Truss | Retail Customers |
| Peter Van Newhyzen | Retail Customers |
| Pietro Vincent Licari | Retail Customers |
| Rebecca N Egan | Retail Customers |
| Rena Cannaa | Retail Customers |
| Richard Gordon | Retail Customers |
| Rishi Raj Yadav | Retail Customers |
| Roshandip Singh | Retail Customers |
| Ryan Yukio Nakaima | Retail Customers |
| San Lo | Retail Customers |
| Scott Mashburn | Retail Customers |
| Sergi Sagas | Retail Customers |
| Shawn Steven Steinborn | Retail Customers |
| Stephen Hawkins | Retail Customers |
| Steven Thayer Spiller | Retail Customers |
| Tam II Holdings LLLC | Retail Customers |
| Tarek Rajab Pacha | Retail Customers |
| Terence Foo | Retail Customers |
| Terry Parker | Retail Customers |
| Thomas Findlan | Retail Customers |
| Thomas Foo | Retail Customers |
| Thomas Schach | Retail Customers |
| Timothy Hiu Ki Lam | Retail Customers |
| Trent Johnson | Retail Customers |
| Umar Yusuf Girei | Retail Customers |
| Umesh Balani | Retail Customers |
| Vladimir Aneychik | Retail Customers |
| Vladislav Adzic | Retail Customers |
| Wesley Geunhyuk Chang | Retail Customers |
| William M Rogers | Retail Customers |
| Wing Hong Lai | Retail Customers |

| Name | Category |
|--|---|
| Yves Daniel Diserens | Retail Customers |
| Zaryn Dentzel | Retail Customers |
| 冰玉 梁 | Retail Customers |
| U.S. Department of Treasury | Taxing Authority/Governmental/Regulatory Agencies |
| Gornitzky & Co. | UCC Professionals |
| M3 Advisory Partners, LP | UCC Professionals |
| Selendy Gay Elsberg PLLC | UCC Professionals |
| Acxiom LLC | Vendors |
| Aguilar Castillo Love, S.r.l. | Vendors |
| Allied Universal | Vendors |
| American Arbitration Association | Vendors |
| Aon Consulting, Inc. | Vendors |
| Appleby (Bermuda) Limited | Vendors |
| Aquatech Solutions | Vendors |
| Argus, Inc. | Vendors |
| Bernstein & Andriulli | Vendors |
| BGOV LLC | Vendors |
| Board of European Students of Technology | Vendors |
| Bureau van Dijk Electronic Publishing Inc. | Vendors |
| Classic Exhibits Inc. | Vendors |
| DD Mrcourier Services | Vendors |
| DLA Piper | Vendors |
| EcoWaste | Vendors |
| EZ Blockchain Services | Vendors |
| Fragomen, Del Rey, Bernsen & Loewy, LLP | Vendors |
| FTI Consulting Technology LLC | Vendors |
| Global X Digital, LLC | Vendors |
| iFinex Inc. | Vendors |
| IP House Doo | Vendors |
| IVXS Technology USA | Vendors |
| IW Group Services (UK) | Vendors |
| J.B. Hunt | Vendors |
| Jackson Square Advisors, LLC | Vendors |
| Lindsey R. Mullholand | Vendors |
| Meltwater News US Inc | Vendors |
| Mothership Energy Group | Vendors |
| New Horizon Communications | Vendors |
| New Horizon Communications (NHC) | Vendors |
| Okta, Inc. | Vendors |
| Optimus SBR, Inc. | Vendors |
| Piper Alderman | Vendors |
| Prescient Comply, LLC | Vendors |
| RailsTech, Inc. | Vendors |
| Regulatory DataCorp Inc | Vendors |
| Salt Security, Inc | Vendors |
| Sarson Funds, Inc | Vendors |
| Saville & Co Scrivener Notaries | Vendors |

| Name | Category |
|------------------------|-----------------|
| Solutions Evenements | Vendors |
| Sorainen | Vendors |
| Systems MEC LLC | Vendors |
| TAMID Group | Vendors |
| The Crypto Can Man Ltd | Vendors |
| The Hartford | Vendors |
| Uria Menendez | Vendors |
| Vaco, LLC | Vendors |

Schedule 2

White & Case's Connections with Parties in Interest

| Category | Name | Open/ Closed |
|--|--|-------------------------|
| Vendors | American Arbitration Association | Closed |
| Retail Customers | Annette Christine Davies | Open |
| Vendors | DLA Piper | Closed |
| Bankruptcy Professionals - Retained | Ernst & Young LLP | Open |
| Vendors | FTI Consulting Technology LLC | Open |
| Retail Customers | Hayden Smith | Closed |
| Vendors | iFinex Inc. | Open |
| Potential Bidding Parties and Principals | Paul, Weiss, Rifkind, Wharton & Garrison LLP | Closed |
| Vendors | The Hartford | Open |
| Retail Customers | William M Rogers | Open |
| Notice of Appearance / Pro Hac Vice | Willis Towers Watson US LLC | Open |